

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X

TRANSPORTES NAVIEROS Y
TERRESTRES, S.A. DE C.V.,

Plaintiff ,

07 CV 3076 (LAP)

-against-

FAIRMOUNT HEAVY TRANSPORT N.V.,

Defendant.

-----X

DECLARATION OF WILLIAM LUKE MARSH

EXHIBIT 1



September 13, 2005

Mr. Paul Mulder,

Please accept this Letter of Intent from Oceanografía, S.A. de C.V. in response to your offer for transport of the vessel Jascon 5 from India to Mexico.

The 10% down payment will be made immediately upon some clarifications of the proposed Charter Agreement.

LC will be issued within 7 working days after signing of contract.

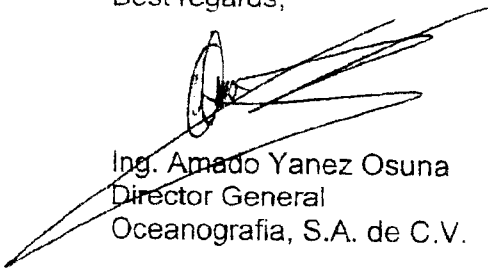
We need you to stipulate that the departure date is no later than November 15, 2005 via Suez Canal. (This is important to Oceanografía to meet contractual requirements in Mexico.)

It is understood by Oceanografía that the lump sum price in the offer includes fuel and lubricantes, subject to a "fuel escalation" above the fuel price indicated in the offer. We accept that.

Please clarify the item 4.7 that indicates that "charterers provide fuel and lubricantes."

I appreciate your response and will act accordingly.

Best regards,



Ing. Amado Yanez Osuna
Director General
Oceanografía, S.A. de C.V.

COATZACOALCOS, VER.
S. Díaz Mirón No. 1012
Col. Ma. de la Piedad
96410 Coatzacoalcos, Ver.
Tel. 01 (921) 212 47 30
Fax: 01 (921) 212 37 55

CD. DEL CARMEN, CAMP.
Av. 4 Oriente Lote 4 Mza. D
Puerto Ind. Pesq. Laguna Azul
24140 Cd. del Carmen, Campeche
Tel. 01 (938) 381 25 70
Fax: 01 (938) 381 25 71

Paul Mulder

Van: Bert Bekker [bert.bekker@attglobal.net]
Verzonden: vrijdag 7 oktober 2005 18:51
Aan: Paul Mulder; fairmount; Frederik Steenbuch
Onderwerp: Progress Payment

Paul,

Did you not receive the following email from Wesley early this morning ???

Bert

quote

De: Wesley Freeman [mailto:wesfre@oceanografia.com.mx]
Enviado el: Thursday, October 06, 2005 7:15 PM
Para: 'fairmount@fairmount.nl'
Asunto: Progress Payment

Mr. Mulder,

Progress payment will go out to you via wire transfer tomorrow.

I would appreciate if you would have time to call me tomorrow at your convenience 52-938-382-1501 is my direct number.

Wesley Freeman

Director General Adjunto

Oceanografia SA de CV

--

Este mensaje ha sido analizado por el servidor
de correo de Oceanografia S.A. de C.V.
y se considera que está limpio.

Wesley Freeman
Director General Adjunto
Oceanografia .

Paul Mulder

Van: Paul Mulder
Verzonden: vrijdag 7 oktober 2005 23:33
Aan: Amado Yanez Osuna
CC: wesfre@oceanografia.com.mx; victor.arana@gstsgroup.com
Onderwerp: RE: RV: JSACON 5

Dear Amado,

Thank you very much for your prompt confirmation, very much appreciated.

Referring to your earlier email concerning the payment instalments, we shall confirm your payment proposal on Monday, after consultation with the board.

In the meantime i have requested the operations department to forward the transport manual to you as soon as possible.

Have a nice weekend.

Kind regards, Paul Mulder / Fairmount Marine B.V.

-----Oorspronkelijk bericht-----

Van: Amado Yanez Osuna [mailto:ayanez@oceanografia.com.mx]

Verzonden: vr 7-10-2005 13:57

Aan: Paul Mulder

CC: wesfre@oceanografia.com.mx; victor.arana@gstsgroup.com

Onderwerp: RV: RV: JSACON 5

DEAR PAUL;

THIS IS THE CONFIRMATION OF PAYMENT FROM THE BANK.

THANK YOU

Ing. Amado Yanez Osuna

Oceanografia, S.A. de C.V.

Director General

ayanez@oceanografia.com.mx

De: Joey Taylor [mailto:joey.taylor@gstsgroup.com]

Enviado el: Friday, October 07, 2005 3:52 PM

Para: victor.arana@gstsgroup.com; ayanez@oceanografia.com.mx

Paul Mulder

/an: Paul Mulder
/erzonden: dinsdag 11 oktober 2005 12:44
aan: 'Amado Yanez Osuna'
cc: wesfre@oceanografia.com.mx; 'Bert Bekker'; victor.arana@gstsgroup.com;
'Fairmount@fairmount.nl'; Caroline Steenbergen
Onderwerp: RE: RE: JSACON 5

Dear Amado,

Thank you very much for your email.

We can accept your below proposal. We shall prepare our invoice for the third instalment as soon as possible.

With kind regards,

Paul J. Mulder

Fairmount Marine BV

A Member of OneAllianz

Beurs - World Trade Center Tel : (0)10-405 1290

14th floor, suite 1459 Fax: (0)10-405 5029

PO Box 30239

3001 DE Rotterdam

The Netherlands.

This electronic transmission and its attached files if any, are strictly confidential and intended solely for the addressee(s). If you are not the intended addressee, you must not disclose, copy or take any action in reliance of this transmission. If you have received this transmission in error, please notify us by return and delete the same.

-----Oorspronkelijk bericht-----

Van: Amado Yanez Osuna [mailto:ayanez@oceanografia.com.mx]

Verzonden: vrijdag 7 oktober 2005 21:58

Aan: Paul Mulder

CC: wesfre@oceanografia.com.mx; 'Bert Bekker'; victor.arana@gstsgroup.com

Onderwerp: RV: RE: JSACON 5

Dear Mr. Mulder,

Thank you for your quick response. Oceanografia confirms that the second payment is wire transferred today.

We agree to the third payment schedule presented today of

\$ 1,312,500.00 USD before 20 October 2005 and prior to your transit of the Suez Canal.

I would also ask that you consider the following as acceptable to Fairmount.

Payment of \$ 1,575,000.00 USD (30%) be made 48 hrs prior to loadout of the J5.

Payment of \$ 1,050,000.00 USD (20%) be made 48 hrs prior to arrival Mexico of the tow and offloading.

Please advise me if this payment scenario will be acceptable to your Board of Directors.

We appreciate your working with us and assisting us.

Sincerely yours

Ing. Amado Yanez Osuna

Oceanografia, S.A. de C.V.

Director General

ayanez@oceanografia.com.mx

Wesley Freeman <wesfreops@yahoo.com> wrote:

Date: Fri, 7 Oct 2005 12:05:27 -0700 (PDT)

From: Wesley Freeman <wesfreops@yahoo.com>
Subject: Fwd: RE: JSACON 5
To: Amado Yanez Osuna <ayanez@oceanografia.com.mx>
please respond and copy me.
Wesley

Paul Mulder <paul@fairmount.nl> wrote:

Subject: RE: JSACON 5
Date: Fri, 7 Oct 2005 20:52:37 +0200
From: "Paul Mulder" <paul@fairmount.nl>
To: "Paul Mulder" <paul@fairmount.nl>,
"Amado Yanez Osuna" <ayanez@oceanografia.com.mx>
CC: <wesfre@oceanografia.com.mx>,
"Wesley Freeman" <wesfreops@yahoo.com>,
"Bert Bekker" <bert.bekker@attglobal.net>,
"Frederik Steenbuch" <fsteenbuch@c2i.net>,
<Fairmount@fairmount.nl>,
"Caroline Steenbergen" <caroline@fairmount.nl>,
"Albert de Heer" <albert@fairmount.nl>,
"Henk van den Berg" <henk@fairmount.nl>

Dear Wesley / Amado,

We refer to our telephone conversation a few moments ago. We understand it is not feasible to obtain a bankguarantee.

In order to overcome this inability to comply to the agreed terms of the contract, we can propose the following payment schedule, subject reconfirmation / acceptance of FHT Board:

Payment of 2nd instalment of freight - Done today

* Payment of 3rd instalment of freight

* To be done 48 hrs prior to passage of the Suez Canal of the FAIRMOUNT FJORD during mobilisation to Mumbai. Present ETA of the barge at the Suez Canal is around 20-22 October 2005. Payment should therefore be in Owners account 2 days prior to ETA barge at Suez, i.e. 18 - 20 October. In case of any delay in payment, barge can not proceed with the suez canal passage. Any waiting time for the barge due to late payment, to be charged at demurrage rate as mentioned in the contract.

* Payment of the remaining instalments: Full freight plus any demurrage due until completion of loading, if any, to be due and payable upon completion of loading

We look forward to hearing from you.

With kind regards, Paul Mulder / Fairmount Marine B.V.

-----Oorspronkelijk bericht-----

Van: Paul Mulder

Verzonden: vr 7-10-2005 2:48

Aan: 'Amado Yanez Osuna'

CC: wesfre@oceanografia.com.mx; 'Wesley Freeman'; 'Bert Bekker'; Frederik Steenbuch;

'Fairmount@fairmount.nl'; Caroline Steenbergen

Onderwerp: JSACON 5

Dear Amado / Bert,

Please be informed that contrary to what has been advised earlier this week, we still have not received payment of the second instalment of freight nor did we receive the bankguarantee.

Please send us without any further delay a statement of payment of the 2nd instalment of freight from your bank and the bankguarantee.

We have last week informed Mr. Borbolla of Pemex in a convenient meeting that all was arranged in good order by OSA, in good faith that all outstanding items would be properly settled as we were informed. However, the required actions from OSA are still not taken in the meantime. The bankguarantees should have been provided to us a long time ago and payment was due already since last Saturday. In order to avoid unnecessary delays, please let us have evidence of your arrangements by return.

With kind regards,

Paul J. Mulder

Fairmount Marine BV

A Member of OneAllianz

Beurs - World Trade Center Tel : (0)10-405 1290

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Oceanografia SA de CV

Yahoo! for Good
[Click here to donate](#) to the Hurricane Katrina relief effort.

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/ se considera que está limpio.

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/ se considera que está limpio.

Paul Mulder

Van: Wesley Freeman [wesfre@oceanografia.com.mx]
Verzonden: dinsdag 11 oktober 2005 18:38
Aan: Paul Mulder; 'Amado Yanez Osuna'
CC: 'Bert Bekker'; victor.arana@gstsgroup.com; fairmount; Caroline Steenberg
Onderwerp: RE: RE: JSACON 5

Mr. Mulder,
 Thank you and we appreciate your cooperation.

Also, would you please advise me soonest the status of the "J5 Loadout Manual"
 know you were expecting to have it very soon.

Best regards.

Wesley Freeman

-----Mensaje original-----

De: Paul Mulder [mailto:paul@fairmount.nl]
Enviado el: Tuesday, October 11, 2005 4:44 AM
A: Amado Yanez Osuna
CC: wesfre@oceanografia.com.mx; Bert Bekker; victor.arana@gstsgroup.com; Fairmount@fairmount.nl; Caroline Steenberg
Asunto: RE: RE: JSACON 5

Dear Amado,

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Verzonden: vrijdag 7 oktober 2005 21:58

Aan: Paul Mulder

CC: wesfre@oceanografia.com.mx; 'Bert Bekker'; victor.arana@gstsgroup.com

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Director General
ayanez@oceanografia.com.mx

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From: Wesley Freeman <wesfreops@yahoo.com>
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To: Amado Yanez Osuna <ayanez@oceanografia.com.mx>
please respond and copy me.
Wesley

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Subject: RE: JSACON 5
Date: Fri, 7 Oct 2005 20:52:37 +0200
From: "Paul Mulder" <paul@fairmount.nl>
To: "Paul Mulder" <paul@fairmount.nl>,
"Amado Yanez Osuna" <ayanez@oceanografia.com.mx>
CC: <wesfre@oceanografia.com.mx>,
"Wesley Freeman" <wesfreops@yahoo.com>,
"Bert Bekker" <bert.bekker@attglobal.net>,
"Frederik Steenbuch" <fsteenbuch@c2i.net>,
<Fairmount@fairmount.nl>,
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Verzonden: vr 7-10-2005 2:48

Aan: 'Amado Yanez Osuna'

CC: wesfre@oceanografia.com.mx; 'Wesley Freeman'; 'Bert Bekker'; Frederik Steenbuch; 'Fairmount@fairmount.nl'; Caroline Steenbergen

Onderwerp: JSACON 5

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